

#### **ARTICLE 1 NAME OF THE AGREEMENT**

The name of this agreement shall be the APMT/Maher Cooperative Working Agreement (the "Agreement").

#### **ARTICLE 2 PURPOSE OF THE AGREEMENT**

The purpose of the Agreement is to authorize the parties to form a joint venture limited liability company that will operate an on-dock rail transfer facility.

#### **ARTICLE 3 PARTIES TO THE AGREEMENT**

The parties to the Agreement (hereinafter "party" or "parties") are:

1. APM Terminals ~~Elizabeth, LLC~~ ~~North America Inc.~~ ("APMT")  
~~5080 McLester Street~~ ~~6000 Carnegie Blvd.~~  
~~Elizabeth, NJ 07201~~ ~~Charlotte, NC 28209~~
2. Maher Terminals ~~LLC~~ ~~Inc.~~ ("Maher")  
~~1210 Corbin Street~~ ~~Four Connell Drive~~  
~~Elizabeth, NJ 07201~~ ~~Berkeley Heights, NJ 07922~~
3. Millennium Marine Rail LLC ("Millennium")  
~~1210 Corbin Street~~ ~~Four Connell Drive~~  
~~Elizabeth, NJ 07201~~ ~~P.O. Box 618~~  
~~Berkeley Heights, NJ 07922~~

#### **ARTICLE 4 GEOGRAPHIC SCOPE OF THE AGREEMENT**

This Agreement covers the formation and operation of a limited liability company that will operate an on-dock rail transfer facility in Elizabeth, New Jersey.